

GOODEN CLARENCE W
Form 4
January 30, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODEN CLARENCE W

(Last) (First) (Middle)

4216 POINTE LA VISTA ROAD
WEST

(Street)

JACKSONVILLE, FL 32207-6248

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CSX CORP [CSX]

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CCO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					900	D	
Common Stock					17,000 ⁽¹⁾	D	
Common Stock	01/26/2006		M ⁽²⁾	3,000 A \$ 51.4375	20,900	D ⁽³⁾	
Common Stock	01/26/2006		S ⁽²⁾	3,000 D \$ 54	17,900	D ⁽³⁾	
Common Stock					35.7353	I	Executive Deferred Compensation

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Common Stock	51.0653	I	Plan ⁽⁶⁾ 401(k) ⁽⁵⁾
Common Stock	17,429	I	Corkie T. Gooden Irrevocable Trust ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option-option to buy	\$ 51.4375	01/26/2006		M	3,000	⁽⁷⁾ 04/25/2006	Common Stock	3,000	
Employee Stock Option-option to buy	\$ 39.595					⁽⁸⁾ 05/16/2011	Common Stock	13,830	
Employee Stock Option-option to buy	\$ 38.14					⁽⁹⁾ 02/12/2012	Common Stock	20,000	
Employee Stock Option-option to buy	\$ 32.145					⁽¹⁰⁾ 05/06/2013	Common Stock	30,000	

